



2.3.3: Conflict of Interest Policy

Purpose: This policy provides instructions regarding conflicts of interest and the process for resolving same

Applies to: Officers and Directors

Purpose

In order to foster constituent confidence in the integrity of the Materials Research Society and the decision-making ability of the Board of Directors by avoiding fiduciary and governance conflicts of interest, as well as perceptions of conflicts, this Policy provides guidance on the identification and resolution of such conflicts. Thus, it is intended to:

Protect the interests of MRS, as well as those of the members of the Board of Directors and other volunteers, when MRS is contemplating a transaction, partnership, or arrangement that might benefit the private interest of a member of the Board. (*Fiduciary*)

Comply with US IRS Regulations for non-profit organizations. (A “conflict of interest,” for purposes of IRS Form 990, arises when a person in a position of authority over an organization, such as an officer, director, or key employee, may benefit financially from a decision he or she could make in such capacity, including indirect benefits such as to family members or businesses with which the person is closely associated.) (*Fiduciary*)

Alleviate any concern that Board members’ duty of loyalty due to conflicting roles in other societies or with competing products or programs may influence Board discussions and/or decisions. (*Governance*)

Potential Fiduciary conflicts of interest include, but are not limited to:

- A Board member or a member of his/her immediate family having an interest (stock, ownership, investments, etc.) in or receiving compensation (e.g., employee/consultant) from a company/organization from which MRS buys services/materials.
- A Board member or a member of his/her family is an MRS employee, consultant, or subcontractor.
- A Board member or a member of his/her family has a business relationship with an MRS employee
- A Board member who has served in any such capacity or held a twenty percent interest in any other corporation (MRS) on the bankruptcy or receivership of the other corporation

Potential Governance conflicts (related or potentially competing activities) of interest include, but are not limited to:

- Serving on a Board or governing body or committee of any technical or scientific society, business, or organization that offers competitive services or programs to the scientific community.
- Serving as an Editor-in-Chief or Associate Editor of competing publications or organizing major meetings that compete with MRS meetings.
- Prohibited MRS Volunteer roles as described in MRS Policy 2.3.6: Volunteer Activities

Duty to Disclose

Current and incoming Board members shall disclose any potential fiduciary or governance conflicts of interest. This disclosure shall be accomplished during an annual policy signing (in person, or via mail, email attachment, or fax).

Fiduciary: An annually-updated appendix that lists the major companies/organizations from whom MRS typically procures services/materials will be provided at the time of signing and will be available throughout the year.

Governance (Related or potentially competing activities): Only responsibilities or activities in competing technical or scientific organizations which could present, or appear to present, a conflict of interest during Board discussions of MRS products, services, and programs should be disclosed.

At the time of signing, the Board member affirms that she/he has received a copy of the Conflict of Interest Policy, has read and understands the policy, and has reported any potential conflicts of interest in compliance with the policy.

Procedure

- 1) The President and Executive Director shall review the signed Conflict of Interest policies to be aware of potential conflicts that could arise during Board discussions and/or decisions involving doing business with a company/organization/society which represents a conflict for a Board member, or discussions and/or decisions relative to competing products, services, or programs that could represent a conflict for a Board member.

The President shall report such potential conflicts to the MRS Executive Committee, which will serve as a review committee, checking on the details and requesting additional information from the individual as deemed relevant to determine if a conflict exists and if it is significant relative to MRS's interests.

If an identified conflict has been discussed previously, e.g. the first year an individual submitted it, and no conflict was found at that time, it does not need to be addressed again unless circumstances have changed significantly.

The committee's discussions and decision regarding conflicts will be recorded in the minutes of the meeting or call. As appropriate to protect personal information, the discussions and decision may be retained as "executive minutes." When conflicts of interest are determined, the President shall convey the decision to the Board member, and the Executive Director will ensure any legal compliance necessary.

- 2) During Board discussions and votes regarding companies/societies/organizations with which the Society conducts business, or during discussions and votes regarding competing products, services, or programs that represent a potential conflict of interest to a Board member, the President or Vice President shall ask the conflicted Board member to recuse himself/herself from the discussion and vote. In cases where discussions are scheduled prior to Executive Committee review or where a potential conflict of interest arises and it is impractical for the MRS Executive Committee to review, the MRS President and Executive Director may ask the conflicted Board member to leave the room during that period of discussion. Any such recusals of Board members shall be recorded in the minutes of the Board's meeting or call.
- 3) If a potential conflict arises during the year, the Board member shall notify the MRS President and Executive Director, who will then inform the Executive Committee.

Violation of Policy

If a violation occurs or if reasonable cause of a violation is reported to the MRS President and Executive Director, the Executive Committee will serve as the review committee and shall take appropriate corrective actions.

ACKNOWLEDGEMENT AND FINANCIAL AND GOVERNANCE DISCLOSURE STATEMENT
Materials Research Society

I hereby acknowledge that I have received a copy of the MRS Conflict of Interest Policy, have read and understood it, and agree to comply with its terms. I understand that this policy is meant to supplement good judgment, and I will respect its spirit as well as its wording.

Fiduciary

- At this time, I have no known fiduciary conflicts of interest.**
- At this time, I have the following potential fiduciary conflicts of interest:**

Signature

Date

Printed Name

Governance (Related or potentially competing activities):

- At this time, I have no known governance conflicts of interest.**
- At this time, I have the following potential governance conflicts of interest:**

Signature

Date

Deliverables: Collect signed copies from all Directors and Officers; Review every three years or as needed
Who: Secretary
When: Annually; At least 8 weeks before the Board meeting at which amendments should be considered, resp.
To: GovCom

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Enacting Legislation: Motion B:2008:48; B:2010:49 (Consent Agenda); B:2016:38; B:2018:15 (Consent Agenda); B:2019:38 (Consent Agenda); B:2020:30 (Consent Agenda); B:2023:16 (Consent Agenda)

Policy created by: GovCom Party responsible for this policy: Secretary, GovCom

Appendix
List of Major MRS Service/Material Providers
October 19, 2023

Major MRS Service/Material providers are defined as companies/organizations from which MRS procures services/materials in excess of \$50,000, or companies/organizations with legal/financial roles.

ACGI SOFTWARE	KNIGHT SHIELD SECURITY
ACUITY HUMAN RESOURCES, LLC	LEVY RESTAURANTS
ALERUS RETIREMENT SOLUTIONS	MASSACHUSETTS CONVENTION CENTER
ASSOCIATION CONSULTING GROUP INC	MATRIXGROUP INTERNATIONAL, INC
ATIV SOLUTIONS LLC	MDG
BOSTON PARK PLAZA	MEYER, UNKOVIC & SCOTT L.L.P.
BROADCAST MED	MOSCONE CENTER
CLARIVATE ANALYTICS (US) LLC	NEW EDGE SECURITIES, INC.
CLARK & ESPOSITO, LLC	NEXT7 IT
CLIFTON LARSON ALLEN LLP	PROJECTION INC.
COGENT GLOBAL SOLUTIONS INC	SAN FRANCISCO MARRIOTT MARQUIS
CONFERENCEDIRECT LLC	SHERATON BOSTON HOTEL (MARRIOT BUSINESS SERVICES
FREEMAN	SMART CITY NETWORKS
HALL-ERICKSON, INC.	SMG FOOD AND BEVERAGE LLC
HENDERSON BROTHERS, INC	SMG/MOSCONE CENTER
HILLSTAFFER	SPRINGER NATURE
HOUSTON HARBAUGH	UC-REGENTS
HOWE & HUTTON, LTD.	UPMC
INTERCONTINENTAL SAN FRANCISCO	VELVET CHAINSAW CONSULTING

Banks: Dollar Bank, PNC Bank, Santander Bank, Wells Fargo Bank